

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

SECURITIES EXCHANGE ACT OF 1934
Release No. 77542 / April 6, 2016

ACCOUNTING AND AUDITING ENFORCEMENT
Release No. 3763 / April 6, 2016

ADMINISTRATIVE PROCEEDING
File No. 3-17201

In the Matter of

**Thakkar CPA, PLLC,
Gregory Scott Williford, CPA,
Mahesh Thakkar, CPA, and
Poorvesh Thakkar,**

Respondents.

**ORDER INSTITUTING PUBLIC
ADMINISTRATIVE AND CEASE-AND-
DESIST PROCEEDINGS PURSUANT TO
SECTIONS 4C AND 21C OF THE
SECURITIES EXCHANGE ACT OF 1934,
AND RULE 102(e) OF THE COMMISSION'S
RULES OF PRACTICE, MAKING
FINDINGS, AND IMPOSING REMEDIAL
SANCTIONS AND A CEASE-AND-DESIST
ORDER**

I.

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative and cease-and-desist proceedings be, and hereby are, instituted pursuant to Sections 4C¹ and 21C of the Securities Exchange Act of 1934 (“Exchange Act”) and Rule 102(e)(1) of the Commission’s Rules of Practice² against Thakkar CPA, PLLC

¹ Section 4C provides, in relevant part, that:

The Commission may censure any person, or deny, temporarily or permanently, to any person the privilege of appearing or practicing before the Commission in any way, if that person is found . . . (1) not to possess the requisite qualifications to represent others . . . (2) to be lacking in character or integrity, or to have engaged in unethical or improper professional conduct; or (3) to have willfully violated, or willfully aided and abetted the violation of, any provision of the securities laws or the rules and regulations thereunder.

² Rule 102(e)(1) provides, in relevant part:

(“Thakkar CPA”), Gregory Scott Williford (“Williford”), and Mahesh Thakkar; and that cease-and-desist proceedings be, and hereby are, instituted pursuant to Section 21C of the Exchange Act against Poorvesh Thakkar.

II.

In anticipation of the institution of these proceedings, the Respondents have submitted Offers of Settlement (the “Offers”) which the Commission has determined to accept. Solely for the purpose of these proceedings and any other proceedings brought by or on behalf of the Commission, or to which the Commission is a party, and without admitting or denying the findings herein, except as to the Commission’s jurisdiction over them and the subject matter of these proceedings, which are admitted, and except as provided herein in Section V, Respondents consent to the entry of this Order Instituting Public Administrative and Cease-and-Desist Proceedings Pursuant to Sections 4C and 21C of the Securities Exchange Act of 1934, and Rule 102(e) of the Commission’s Rules of Practice, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order (“Order”), as set forth below.

III.

On the basis of this Order and Respondents’ Offers, the Commission finds³ that:

A. SUMMARY

1. These proceedings arise out of Thakkar CPA, PLLC d/b/a The Hall Group CPAs (“Thakkar CPA” or “successor firm”) issuance of 15 public company audit reports while it was not registered with the Public Company Accounting Oversight Board (“PCAOB”). Thakkar CPA’s audit reports misrepresented that the firm was properly licensed and registered with the PCAOB and falsely stated that it conducted audits in accordance with PCAOB standards. Under Commission rules and applicable state and federal law, Thakkar CPA was unqualified to issue the

The Commission may censure a person or deny, temporarily or permanently, the privilege of appearing or practicing before it in any way to any person who is found . . .

- (i) not to possess the requisite qualifications to represent others; or

- (ii) to have engaged in unethical or improper professional conduct; or

- (iii) to have willfully violated, or willfully aided and abetted the violation of any provision of the Federal securities laws or the rules and regulations thereunder.

³ The findings herein are made pursuant to Respondents’ Offers of Settlement and are not binding on any other person or entity in this or any other proceeding.

reports because it was not registered with the PCAOB and was not licensed in Texas to practice public accountancy as The Hall Group CPAs. Additionally, Thakkar CPA did not conduct its audits in accordance with professional standards.

2. In November 2013, Mahesh Thakkar, with the assistance of his son Poorvesh, formed Thakkar CPA to acquire certain assets of David S. Hall, P.C. d/b/a The Hall Group CPAs (“predecessor firm”), including the client list and the seller’s rights to the name The Hall Group CPAs. They completed the purchase and sale transaction, and hired Scott Williford in January 2014 to manage the firm’s audit practice. Between January 2014 and January 2015, Williford authorized Thakkar CPA to issue 15 audit reports as The Hall Group CPAs and conducted 30 reviews of interim financial information included in issuers’ periodic Commission filings. But Williford and Mahesh knew, or were at least reckless in not knowing, and Poorvesh knew, or should have known, that Thakkar CPA was not licensed in Texas to practice public accountancy as The Hall Group CPAs and was not registered with the PCAOB. And, as the engagement partner for each of Thakkar CPA’s engagements, Williford failed to comply with PCAOB standards when he authorized the firm to issue an audit report without an engagement quality review for *any* of the firm’s audits or reviews. In addition, Thakkar CPA improperly provided audit services to DynaResource, Inc., one of the 14 issuers, after David Hall joined DynaResource, Inc. as CFO in April 2014. Thakkar CPA lacked the independence required of an auditor for the DynaResource, Inc. engagements because Thakkar CPA delivered a \$313,516 buyout promissory note to David S. Hall, P.C. d/b/a The Hall Group CPAs which remained outstanding even after Hall became DynaResource, Inc.’s CFO.

B. RESPONDENTS

3. **Thakkar CPA** is a Texas corporation formed to acquire certain assets of David S. Hall, P.C., a Texas-based, PCAOB-registered accounting firm that was licensed to practice public accountancy in Texas as The Hall Group CPAs. Between at least January 6, 2014 (the “Closing Date”) and January 29, 2015, Thakkar CPA issued 15 audit reports for 14 public companies and conducted 30 reviews of interim financial information for 11 public companies. Thakkar CPA is neither registered with the PCAOB nor licensed in Texas to practice public accountancy as The Hall Group CPAs at any time. Although Thakkar CPA was licensed to practice public accountancy in Texas as “Thakkar CPA,” it has not practiced under this name and its license expired on June 30, 2015.

4. **Gregory Scott Williford**, age 55, is a CPA licensed in Texas and was previously licensed in Missouri and Oklahoma. From approximately January 17, 2014 until he resigned on January 29, 2015, Williford functioned as the Managing Partner of, but had no ownership in, Thakkar CPA. He served as the engagement partner on each of Thakkar CPA’s engagements. Prior to joining Thakkar CPA, he was a non-equity Director from 2010 to 2013 and an equity partner from 2003 to 2010 of a Big Four firm and, prior to that, a partner at another large public accounting firm.

5. **Mahesh Thakkar**, age 64 and a resident of Frisco, Texas, is a CPA licensed in Texas and a Chartered Accountant in India. He is the Founding Partner and sole shareholder of Thakkar

CPA, but did not actively participate in providing audit services to Thakkar CPA's clients. He is Poorvesh Thakkar's father.

6. **Poorvesh Thakkar**, age 34 and a resident of Frisco, Texas, is Thakkar CPA's Vice President of Operations. He is not an accountant. He has no known disciplinary history. He is Mahesh Thakkar's son.

C. OTHER RELEVANT ENTITY AND INDIVIDUAL

7. **David S. Hall, P.C.** is a Texas corporation which was licensed to practice public accountancy in Texas as The Hall Group CPAs from April 5, 2006 through May 31, 2014. Thakkar CPA acquired certain assets of David S. Hall, P.C. on or about January 6, 2014, after which the firm ceased operations. On March 25, 2015, David S. Hall requested that David S. Hall, P.C.'s registration of The Hall Group, CPAs with the PCAOB be withdrawn.

8. **David S. Hall**, age 57 and a resident of Lewisville, Texas is a CPA licensed in Texas. Hall owns 100% of David S. Hall, P.C. On April 15, 2014, Hall became the CFO of DynaResource, Inc., whose auditor was David S. Hall, P.C. d/b/a The Hall Group CPAs until January 29, 2014 and, thereafter, Thakkar CPA d/b/a The Hall Group CPAs.

D. FACTS

i. Thakkar CPA Begins Doing Business as The Hall Group CPAs.

9. Thakkar CPA began operating in January 2014 after acquiring certain assets of David S. Hall, PC d/b/a The Hall Group CPAs and hiring Williford as its managing partner. Williford was the only CPA actively involved in Thakkar CPA's day-to-day operations and audit work until July 2014, when the firm hired an audit manager. After Williford resigned in January 2015, Thakkar CPA advertised but did not fill an audit partner position opening, and has since ceased providing audit services to public companies.

10. Before agreeing to sell the predecessor firm's assets, Hall insisted that Thakkar CPA hire an experienced CPA to manage the firm's audit services to be provided on public company engagements. Poorvesh found Williford's resume online and interviewed him. Poorvesh is not a CPA nor does he have auditing experience. And though he believed Williford was qualified based on his public accountancy experience, he did not probe the details of Williford's experience. For instance, Poorvesh was unaware that Williford did not audit public companies after 2010, when he stepped down as partner to become a director at a Big Four firm. Indeed, the Thakkars took limited steps before offering him the job to ensure that Williford possessed a current or sufficient understanding of PCAOB standards, Commission regulations or other matters for which he would be responsible. Williford's duties and responsibilities as managing partner included establishing the firm's quality control policies and procedures, hiring, training, and supervising audit personnel, soliciting new business and serving as the engagement partner for all audit and review engagements.

11. Poorvesh Thakkar served as Thakkar CPA's Vice President of Operations, in which role he was responsible for administrative oversight of the firm, human resources, cash management, and regulatory matters, including Thakkar CPA's registration with the PCAOB and TSBPA licensing.⁴ Poorvesh relied on Williford to conduct audit services in accordance with PCAOB standards and rules.

12. After the Closing Date, Hall introduced Williford to the predecessor firm's clients to facilitate the successor firm in obtaining their audit engagements for 2014 but was otherwise uninvolved in the successor firm's 2014 audit and review engagements. Poorvesh Thakkar believed that doing business as The Hall Group CPAs made it less likely that a client would change to a different auditor. Indeed, issuers included audit reports on their current and prior year financial statements signed by "The Hall Group CPAs" without any distinction between predecessor David S. Hall, P.C. d/b/a The Hall Group CPAs and successor Thakkar CPA d/b/a The Hall Group CPAs.

ii. Thakkar CPA Was Not Registered with the PCAOB

13. Sarbanes-Oxley, as amended, and PCAOB rules require public accounting firms to be PCAOB-registered to prepare or issue audit reports with respect to any issuer, broker, or dealer.⁵ Williford, Mahesh Thakkar, and Poorvesh Thakkar each understood that Thakkar CPA was required to be registered with the PCAOB to prepare or issue an audit report with respect to any issuer. Indeed, Thakkar CPA's primary objective in acquiring The Hall Group CPAs – a PCAOB-registered accounting firm – was to succeed to the firm's registration and immediately provide public company auditing services. However, Thakkar CPA never registered with the PCAOB.

14. Williford believed that Mahesh and Poorvesh Thakkar registered Thakkar CPA with the PCAOB but did nothing to confirm the registration status and did not directly communicate with PCAOB staff at any time. By May 2014, however, Williford learned of negative inspection results related to the PCAOB's 2013 inspection of the predecessor firm, and became concerned that they would be imputed to Thakkar CPA. He understood that Poorvesh followed up with the PCAOB to state that new management did not want to be held responsible for the prior work under

⁴ Williford was not involved in obtaining or maintaining Thakkar CPA's license to practice public accountancy in Texas or its registration with the PCAOB.

⁵ Section 2(a)(7) of Sarbanes-Oxley defines the term "issuer" to mean "an issuer (as defined in section 3 of the Securities Exchange Act of 1934), the securities of which are registered under section 12 of that Act, or that is required to file reports under section 15(d), or that files or has filed a registration statement that has not yet become effective under the Securities Act of 1933, and that it has not withdrawn." Section 3(a)(8) of the Exchange Act defines the term "issuer" to mean "any person who issues or proposes to issue any security; except that with respect to certificates of deposit for securities, voting-trust certificates, or collateral-trust certificates, or with respect to certificates of interest or shares in an unincorporated investment trust not having a board of directors or of the fixed, restricted management, or unit type, the term 'issuer' means the person or persons performing the acts and assuming the duties of depositor or manager pursuant to the provisions of the trust or other agreement or instrument under which such securities are issued; and except that with respect to equipment-trust certificates or like securities, the term 'issuer' means the person by whom the equipment or property is, or is to be, used."

inspection and inquired how to register Thakkar CPA as a new firm with the PCAOB. Williford mistakenly understood that Poorvesh received no response from the PCAOB and simply assumed the firm could continue performing audits in the absence of an explicit PCAOB directive otherwise. In a July 14, 2014 email to Poorvesh Thakkar, the PCAOB wrote, in relevant part:

“As a registered firm, Hall Group CPAs is responsible for complying with PCAOB rules and it cannot transfer its registration to another accounting firm . . . Thakkar CPA PLLC must be registered with the Board to audit, or play a substantial role in the audit of, an issuer or a broker-dealer. To register with the Board, the firm may submit a Form 1 registration application for Board approval. As mentioned above, the Form 4 succession process is available (1) if there has been a change in a registered firm’s form of organization . . . or (2) if a registered firm is acquired by an unregistered firm, or combines with any other entity or entities, including other registered firms, to form a new public accounting firm. Form 4 can be used only in those circumstances and only if the firm seeking to succeed to registration status makes certain representations in the form. In the absence of those conditions, a firm cannot use Form 4 to succeed to the registration status of a predecessor and would need to file a registration application on Form 1 if it wished to seek registration.”

15. In late October 2014, the Thakkars ultimately filed a Form 1 in their first effort to register Thakkar CPA with the PCAOB, on which they disclosed that Thakkar CPA had issued audit reports for issuers and implicitly acknowledged that it was unregistered when it did so. Thakkar CPA’s application was formally withdrawn on February 18, 2015.

iii. Thakkar CPA Was Not Licensed to Practice Public Accountancy as The Hall Group CPAs

16. Rule 2-01(a) of Regulation S-X provides that the Commission will not recognize any person as either a public accountant or certified public accountant who is not in good standing as such under the laws of the place of his residence or principal office. Under the Texas Public Accountancy Act,⁶ a firm may not provide attest services⁷ unless it holds a validly-issued firm license,⁸ and only a license holder may issue a report on a financial statement.⁹ Accordingly, an individual license holder may not issue audit reports unless the entity through which he practices also holds a validly-issued firm license. Additionally, the Public Accountancy Act sets certain

⁶ See TEX. OCC. CODE CH. 901 (the “Public Accountancy Act”).

⁷ See the Texas Administrative Code, Rule 501.52(4), which defines “attest service” to include, among other things: “an audit or other engagement required by the [TSBPA] to be performed in accordance with the auditing standards adopted by the AICPA, PCAOB, or another national or international accountancy organization recognized by the [TSBPA].”

⁸ See TEX. OCC. CODE § 901.351 (requiring firm licenses).

⁹ See id. § 901.456 (Reports on Financial Statements; Use of Name or Signature on Certain Documents).

restrictions on the name or designation a firm may assume or use. In particular, the name assumed or used by a corporation must include the name of at least one current or former shareholder.¹⁰

17. Thakkar CPA, a Texas corporation 100% owned by Mahesh Thakkar, did not comply with Texas State law's practice and naming requirements by practicing public accountancy as The Hall Group CPAs. First, Thakkar CPA was not licensed to practice as "The Hall Group CPAs." Second, it is improper for Thakkar CPA to use "The Hall Group CPAs" as its business name because it does not include the name of at least one current or former shareholder.¹¹ Mahesh Thakkar knew that Thakkar CPA issued audit reports as The Hall Group and knew or was reckless in not knowing that his firm was not licensed to do so.

18. The Commission therefore could not recognize Thakkar CPA as a certified public accountant because the firm was not duly registered and in good standing as such under the laws of its place of residence or principal office as required pursuant to Rule 2-01(a) of Regulation S-X.

iv. Williford and Thakkar CPA Failed to Conduct Audits and Reviews in Accordance with Professional Standards

19. Between January 6, 2014, and January 29, 2015, Thakkar CPA issued 15 audit reports that 14 issuers included in filings with the Commission. Additionally, Thakkar CPA conducted 30 reviews of interim financial information included in Forms 10-Q that 11 issuers filed with the Commission. Engagement letters, each signed by Williford on behalf of the firm, identified Williford as the engagement partner and stated that the firm will conduct its audits and reviews in accordance with PCAOB standards.

20. Williford failed to conduct Thakkar CPA's audits and reviews in accordance with applicable professional standards because he: (i) failed to obtain engagement quality reviews ("EQR") of *any* of the firm's audits or reviews; (ii) led Thakkar CPA's reviews of DynaResource, Inc.'s first, second, and third quarter 2014 financial information while the firm was not independent of DynaResource, Inc.; (iii) approved the issuance of audit reports covering periods he did not audit; and (iv) improperly approved the issuance of audit reports that stated the audits were conducted in accordance with PCAOB standards.

a. Williford and Thakkar CPA Failed to Obtain Engagement Quality Reviews of Audits and Reviews

21. Auditing Standard No. 7, *Engagement Quality Review* ("AS 7"), requires auditors to obtain an EQR and concurring approval to issue the engagement report for each audit and interim review engagement.

22. Although Williford recognized that no one at Thakkar CPA was qualified to conduct EQRs, he failed to arrange for a qualified person outside the firm to conduct them. Instead,

¹⁰ See *id.* § 901.455 (Name requirements and restrictions).

¹¹ Hall never held any ownership interest in Thakkar CPA.

Williford elected to altogether forgo an EQR for all of the firm's audit and review engagements. He improperly determined that obtaining an EQR was unnecessary because the audits did not involve complex accounting or auditing issues or issuers with significant operating activities. The firm and Williford's failure to obtain an EQR resulted in none of Thakkar CPA's audits or reviews being conducted in accordance with PCAOB standards.

b. Thakkar CPA Was Not Independent with Respect to DynaResource, Inc.

23. Thakkar CPA lacked sufficient policies and procedures concerning independence requirements and failed to adequately assess its independence with respect to DynaResource, Inc. after learning that David Hall became its CFO effective April 15, 2014. PCAOB Quality Control Standard QC Section 20, *System of Quality Control for a CPA Firm's Accounting and Auditing Practice*, states that "[p]olicies and procedures should be established to provide the firm with reasonable assurance that personnel maintain independence (in fact and in appearance) in all required circumstances" and that "[t]he firm and its personnel must be free from any obligation to or interest in the client, its management or its owners." QC 20.09-10. Respondents believed that there were no independence issues because Thakkar CPA completed its audit for the company's December 31, 2013 fiscal year and issued its audit report on April 15, 2014 – the same day Hall became DynaResource, Inc.'s CFO. But Mahesh and Poorvesh Thakkar knew that David Hall had a direct financial interest in Thakkar CPA, who became CFO of one of Thakkar CPA's clients in April 2014. Williford, failed to establish procedures that provided Thakkar CPA with reasonable assurance that Thakkar CPA and its personnel maintained independence. Additionally, each Respondent failed to consider whether either of the following circumstances impaired Thakkar CPA's independence with respect to DynaResource, Inc. in subsequent periods:

- Thakkar CPA delivered a note payable to David S. Hall, P.C., which remained outstanding even after Hall became DynaResource, Inc.'s CFO, as a result of the terms of the asset purchase agreement, under which Thakkar paid Hall \$450,000 in cash and delivered a 5%, two-year promissory note for \$313,516. The final purchase price also was dependent upon the future success of Thakkar CPA as the purchase price was to be adjusted up or down based upon actual collection during the three years following the Closing Date. Additionally, the asset purchase agreement included a provision under which Hall could earn fees for providing services to Thakkar CPA after the Closing Date (although Hall did not earn any fees under this provision).
- Thakkar CPA unilaterally suspended payments on the promissory note to David S. Hall, P.C. in May 2014 after Poorvesh determined that future collections were likely to be less than the amounts expected at the Closing Date.

24. These events impaired Thakkar CPA's independence with respect to its reviews of interim financial information that DynaResource, Inc. included in its Forms 10-Q filed with the Commission in 2014. As a consequence of the promissory note to David S. Hall, P.C., Thakkar CPA was not independent of DynaResource, Inc. after Hall became its CFO on April 15, 2014, as required under Rules 2-01(c)(1) and 2-01(c)(3) of Regulation S-X which state, in part, that an accountant is not independent when the accounting firm has any loan to or from or certain business

relationships with an audit client's officers. Nonetheless, Thakkar CPA continued to provide audit services.

c. Thakkar CPA Issued Audit Reports Covering Periods It Did Not Audit

25. Thakkar CPA improperly issued 13 audit reports that expressed an opinion on one or two prior periods it did not audit. As noted above, issuers included audit reports on their current and prior year financial statements signed by "The Hall Group CPAs," without any distinction between predecessor David S. Hall, P.C. d/b/a The Hall Group CPAs and successor Thakkar CPA, PLLC d/b/a The Hall Group CPAs.

26. Williford knew Thakkar CPA, PLLC d/b/a The Hall Group CPAs was a different audit firm than David S. Hall, P.C. d/b/a The Hall Group CPAs. However, Williford, did not plan and perform audit procedures on the financial information relating to the periods that were audited by David S. Hall, P.C. d/b/a The Hall Group CPAs. Nonetheless, Williford authorized Thakkar CPA to issue audit reports containing opinions on financial statements for periods that it did not audit. Among other violations, this violated PCAOB Auditing Standard No. 15, *Audit Evidence*, ("AS 15") because Williford failed to obtain sufficient appropriate audit evidence to afford a reasonable basis for Thakkar CPA's opinions covering periods audited by David S. Hall, P.C. d/b/a The Hall Group CPAs. See AS 15, ¶ 4.

d. Improper Issuance of Reports on Audited Financial Statements

27. Under AU 508, an auditor may only issue an unqualified opinion on historical financial statements when the auditor has formed such an opinion on the basis of an audit performed in accordance with PCAOB standards. AU 508.07. Rule 2-02(b)(1) of Regulation S-X requires an accountant's report to state whether the audit was made in accordance with generally accepted auditing standards. "[R]eferences in Commission rules and staff guidance and in the federal securities laws to GAAS or to specific standards under GAAS, as they relate to issuers, should be understood to mean the standards of the PCAOB plus any applicable rules of the Commission." *Commission Guidance Regarding the Public Company Accounting Oversight Board's Auditing and Related Professional Practice Standard No. 1*, Rel. No. 34-49708 (May 14, 2004). Thus, an auditor violates Regulation S-X Rule 2-02(b)(1) if it issues a report stating that it had conducted its audit in accordance with PCAOB standards when it had not. See *In re Andrew Sims, CPA*, Rel. No.34-59584, AAER No. 2950 (Mar. 17, 2009). As described above, Williford failed to obtain an EQR as required under AS 7 for any of Thakkar CPA's audit engagements. Additionally, Williford failed to plan and perform audit procedures to obtain sufficient appropriate audit evidence to provide a reasonable basis for Thakkar CPA's opinions as required under AS 15, with respect to periods previously audited by David S. Hall, P.C., d/b/a The Hall Group CPAs. Thus, Thakkar CPA should not have issued, and Williford should not have approved the issuance of, audit reports asserting that Thakkar CPA had conducted its audits in accordance with PCAOB standards.

E. VIOLATIONS

28. As a result of the conduct described above, Thakkar CPA did not possess the requisite qualifications to represent others and therefore is subject to Section 4C(a)(1) of the Exchange Act and the Commission's Rules of Practice Rule 102(e)(1)(i).

29. As a result of the conduct described above, Thakkar CPA, Williford, and Mahesh Thakkar engaged in improper professional conduct subject to Section 4C(a)(2) of the Exchange Act and the Commission's Rules of Practice 102(e)(1)(ii).

30. As a result of the conduct described above, Thakkar CPA willfully violated, Williford and Mahesh Thakkar willfully aided and abetted, and Poorvesh Thakkar caused Thakkar CPA's violations of Rule 2-02(b)(1) of Regulation S-X which requires an accountant's report to state whether the audit was made in accordance with generally accepted auditing standards.

31. As a result of the conduct described above, Thakkar CPA willfully violated, Williford and Mahesh Thakkar willfully aided and abetted, and Poorvesh Thakkar caused Thakkar CPA's violations of Section 102(a) of Sarbanes-Oxley which makes it unlawful for any person that is not a registered public accounting firm to prepare or issue, or to participate in the preparation or issuance of, any audit report with respect to any issuer.¹²

32. As a result of the conduct described above, Thakkar CPA, Williford, Mahesh Thakkar and Poorvesh Thakkar caused issuers to violate Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder which require every issuer of a security registered pursuant to Section 12 of the Exchange Act file with the Commission periodic reports as the Commission may require, and mandate that periodic reports contain such further material information as may be necessary to make the required statements not misleading. The obligation to file such reports embodies the requirement that they be true and correct. Williford authorized issuers to include Thakkar CPA's audit reports that falsely stated that the audits had been conducted in accordance with PCAOB standards. Additionally, Mahesh Thakkar, Poorvesh Thakkar, and Williford knew that issuers included the firm's audit reports, which they knew or should have known falsely represented that the firm was registered with the PCAOB, in filings with the Commission. Additionally, Mahesh Thakkar knew or should have known that Thakkar CPA was not licensed to practice accountancy as The Hall Group CPAs and therefore was not recognized as an accountant under Rule 2-01 of the Regulation S-X.

¹² A violation of the Sarbanes-Oxley Act or any rule issued by the PCAOB under the Act is treated in the same manner as a violation of the Exchange Act 15 U.S.C.A. § 7202(b)(1).

F. FINDINGS

Based on the foregoing, the Commission finds that:

a. Thakkar CPA does not possess the requisite qualifications to represent others pursuant to Section 4C(a)(1) of the Exchange Act and Rule 102(e)(1)(i) of the Commission's Rules of Practice;

b. Thakkar CPA, Williford and Mahesh Thakkar engaged in improper professional conduct pursuant to Section 4C(a)(2) of the Exchange Act and Rule 102(e)(1)(ii) of the Commission's Rules of Practice.

c. Thakkar CPA (i) willfully violated Rules 2-02(b)(1) of Regulation S-X and Section 102(a) of Sarbanes-Oxley; and (ii) caused issuers to violate Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder;

d. Williford (i) willfully aided and abetted Thakkar CPA's violations of Rule 2-02(b)(1) of Regulation S-X and Section 102(a) of Sarbanes-Oxley; and (ii) caused issuers to violate Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder;

e. Mahesh Thakkar (i) willfully aided and abetted Thakkar CPA's violations of Rule 2-02(b)(1) of Regulation S-X and Section 102(a) of Sarbanes-Oxley; and (ii) caused issuers to violate Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder; and

f. Poorvesh Thakkar (i) caused Thakkar CPA's violations of Rule 2-02(b)(1) of Regulation S-X and Section 102(a) of Sarbanes-Oxley; and (ii) caused issuers to violate Section 13(a) of the Exchange Act and Rules 13a-1 and 13a-13 thereunder.

IV.

In view of the foregoing, the Commission deems it appropriate and in the public interest to impose the sanctions agreed to in the Respondents' Offers.

Accordingly, it is hereby ORDERED, effective immediately, that:

A. Pursuant to Section 21C of the Exchange Act, Thakkar CPA, Williford, Mahesh Thakkar, and Poorvesh Thakkar shall cease and desist from committing or causing any violations or future violations of Section 13(a) of the Exchange Act and Rules 13a-1, and 13a-13 thereunder, Rule 2-02(b)(1) of Regulation S-X, and Section 102(a) of Sarbanes-Oxley.

B. Pursuant to Sections 4C and 21C of the Exchange Act and Rule 102(e)(1)(i), (ii) and (iii) of the Commission's Rules of Practice Respondent Thakkar CPA be, and hereby is denied the privilege of appearing or practicing before the Commission as an accountant.

C. Pursuant to Sections 4C and 21C of the Exchange Act and Rule 102(e)(1)(ii) and (iii) of the Commission's Rules of Practice Respondent Mahesh Thakkar be, and hereby is denied the privilege of appearing or practicing before the Commission as an accountant.

D. After five years from the date of this Order, Mahesh Thakkar may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Mahesh Thakkar's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or
2. an independent accountant. Such an application must satisfy the Commission that:
 - a) Mahesh Thakkar, or the public accounting firm with which he is associated, is registered with the PCAOB in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;
 - b) Mahesh Thakkar, or the registered public accounting firm with which he is associated, has been inspected by the PCAOB and that inspection did not identify any criticisms of or potential defects in his or the firm's quality control system that would indicate that Mahesh Thakkar will not receive appropriate supervision;
 - c) Mahesh Thakkar, has resolved all disciplinary issues with the PCAOB, and has complied with all terms and conditions of any sanctions imposed by the PCAOB (other than reinstatement by the Commission); and
 - d) Mahesh Thakkar acknowledges his responsibility, as long as Mahesh Thakkar appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the PCAOB, including, but not limited to, all requirements relating to registration, inspections, engagement quality review, and quality control standards.

E. The Commission will consider an application by Mahesh Thakkar to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However,

if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Mahesh Thakkar's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

F. Pursuant to Sections 4C and 21C of the Exchange Act and Rule 102(e)(1)(ii) and (iii) of the Commission's Rules of Practice Respondent Williford be, and hereby is denied the privilege of appearing or practicing before the Commission as an accountant.

G. After five years from the date of this Order, Williford may request that the Commission consider his reinstatement by submitting an application (attention: Office of the Chief Accountant) to resume appearing or practicing before the Commission as:

1. a preparer or reviewer, or a person responsible for the preparation or review, of any public company's financial statements that are filed with the Commission. Such an application must satisfy the Commission that Williford's work in his practice before the Commission will be reviewed either by the independent audit committee of the public company for which he works or in some other acceptable manner, as long as he practices before the Commission in this capacity; and/or
2. an independent accountant. Such an application must satisfy the Commission that:
 - a) Williford, or the public accounting firm with which he is associated, is registered with the PCAOB in accordance with the Sarbanes-Oxley Act of 2002, and such registration continues to be effective;
 - b) Williford, or the registered public accounting firm with which he is associated, has been inspected by the PCAOB and that inspection did not identify any criticisms of or potential defects in his or the firm's quality control system that would indicate that Williford will not receive appropriate supervision;
 - c) Williford, has resolved all disciplinary issues with the PCAOB, and has complied with all terms and conditions of any sanctions imposed by the PCAOB (other than reinstatement by the Commission); and
 - d) Williford acknowledges his responsibility, as long as Williford appears or practices before the Commission as an independent accountant, to comply with all requirements of the Commission and the PCAOB, including, but not limited to, all requirements relating to registration, inspections, engagement quality review, and quality control standards.

H. The Commission will consider an application by Williford to resume appearing or practicing before the Commission provided that his state CPA license is current and he has resolved all other disciplinary issues with the applicable state boards of accountancy. However, if state licensure is dependent on reinstatement by the Commission, the Commission will consider an application on its other merits. The Commission's review may include consideration of, in addition to the matters referenced above, any other matters relating to Williford's character, integrity, professional conduct, or qualifications to appear or practice before the Commission.

I. Thakkar CPA shall pay disgorgement of \$285,355, prejudgment interest of \$10,132 and civil penalties of \$64,000, to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). Payment shall be made in the following installments:

- (i) \$44,935.88 within 14 days of the entry of this Order;
- (ii) \$44,935.88 within 120 days of the entry of this Order;
- (iii) \$44,935.88 within 240 days of the entry of this Order;
- (iv) \$44,935.88 within 365 days of the entry of this Order;
- (v) \$44,935.88 within 455 days of the entry of this Order;
- (vi) \$44,935.88 within 545 days of the entry of this Order;
- (vii) \$44,935.88 within 635 days of the entry of this Order; and
- (viii) \$44,935.84 within 730 days of the entry of this Order.

If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of disgorgement, prejudgment interest, and civil penalties, plus any additional interest accrued pursuant to SEC Rule of Practice 600 and/or pursuant to 31 U.S.C. 3717, shall be due and payable immediately, without further application.

J. Mahesh Thakkar shall pay civil penalties in the amount of \$32,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). Payment shall be made in the following installments:

- (i) \$8,000 within 14 days of the entry of this Order;
- (ii) \$8,000 within 120 days of the entry of this Order;
- (iii) \$8,000 within 240 days of the entry of this Order; and
- (iv) \$8,000 within 365 days of the entry of this Order.

If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of civil penalties, plus any additional interest accrued pursuant to 31 U.S.C. 3717, shall be due and payable immediately, without further application.

K. Poorvesh Thakkar shall pay civil penalties in the amount of \$16,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury, subject to Exchange Act Section 21F(g)(3). Payment shall be made in the following installments:

- (i) \$4,000 within 14 days of the entry of this Order;
- (ii) \$4,000 within 120 days of the entry of this Order;
- (iii) \$4,000 within 240 days of the entry of this Order; and
- (iv) \$4,000 within 365 days of the entry of this Order.

If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of civil penalties, plus any additional interest accrued pursuant to 31 U.S.C. 3717, shall be due and payable immediately, without further application.

L. Williford shall pay civil penalties of \$32,000 to the Securities and Exchange Commission for transfer to the general fund of the United States Treasury in accordance with Exchange Act Section 21F(g)(3). Payment shall be made in the following installments: \$10,667 within 14 days of the entry of this Order, \$10,667 within 120 days of the entry of this Order, and \$10,666 within 240 days of the entry of this Order. If any payment is not made by the date the payment is required by this Order, the entire outstanding balance of civil penalties, plus any additional interest accrued pursuant to 31 U.S.C. 3717, shall be due and payable immediately, without further application.

Payments ordered must be made in one of the following ways:

- (1) Respondents may transmit payment electronically to the Commission, which will provide detailed ACH transfer/Fedwire instructions upon request;
- (2) Respondents may make direct payment from a bank account via Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>; or
- (3) Respondents may pay by certified check, bank cashier's check, or United States postal money order, made payable to the Securities and Exchange Commission and hand-delivered or mailed to:

Enterprise Services Center
Accounts Receivable Branch
HQ Bldg., Room 181, AMZ-341
6500 South MacArthur Boulevard
Oklahoma City, OK 73169

Payments by check or money order must be accompanied by a cover letter identifying Thakkar CPA, Williford, Mahesh Thakkar, or Poorvesh Thakkar as a Respondent in these proceedings, and the file number of these proceedings; a copy of the cover letter and check or money order must be sent to David Peavler, Division of Enforcement, Securities and Exchange Commission, 801 Cherry Street, Suite 1900, Fort Worth, TX 76102.

M. Amounts ordered to be paid as civil money penalties pursuant to this Order shall be treated as penalties paid to the government for all purposes, including all tax purposes. To preserve the deterrent effect of the civil penalty, Respondents agree that in any Related Investor Action, they shall not argue that they are entitled to, nor shall they benefit by, offset or reduction of any award of compensatory damages by the amount of any part of Respondent's payment of a civil penalty in this action ("Penalty Offset"). If the court in any Related Investor Action grants such a Penalty Offset, Respondents agree that they shall, within 30 days after entry of a final order granting the Penalty Offset, notify the Commission's counsel in this action and pay the amount of the Penalty Offset to the Securities and Exchange Commission. Such a payment shall not be deemed an additional civil penalty and shall not be deemed to change the amount of the civil penalty imposed in this proceeding. For purposes of this paragraph, a "Related Investor Action" means a private damages action brought against Respondents by or on behalf of one or more investors based on substantially the same facts as alleged in the Order instituted by the Commission in this proceeding.

V.

It is further Ordered that, solely for purposes of exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. §523, the findings in this Order are true and admitted by Williford, Mahesh Thakkar, and Poorvesh Thakkar, and further, any debt for disgorgement, prejudgment interest, civil penalty or other amounts due by Williford, Mahesh Thakkar, or Poorvesh Thakkar under this Order or any other judgment, order, consent order, decree or settlement agreement entered in connection with this proceeding, is a debt for the violation by Williford, Mahesh Thakkar, or Poorvesh Thakkar of the federal securities laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the Bankruptcy Code, 11 U.S.C. §523(a)(19).

By the Commission.

Brent J. Fields
Secretary